

1 UNITED STATES BANKRUPTCY COURT

2 SOUTHERN DISTRICT OF NEW YORK

3 Case No. 19-23649-rdd

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5 In the Matter of:

6

7 PURDUE PHARMA L.P.,

8

9 Debtor.

10 - - - - - x

11

12 United States Bankruptcy Court

13 300 Quarropas Street, Room 248

14 White Plains, NY 10601

15

16 June 3, 2020

17 10:03 AM

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21 B E F O R E :

22 HON ROBERT D. DRAIN

23 U.S. BANKRUPTCY JUDGE

24

25 ECRO: UNKNOWN

1 HEARING re Amended Agenda (ECF #1219)

2
3 Motion Pursuant to 11 U.S.C. §§ 105(a) and 501 and Fed. R.
4 Bankr. P. 2002 and 3003(c)(3) for Entry of an Order (I)
5 Extending the General Bar Date for a Limited Period and (II)
6 Approving the Form and Manner of Notice Thereof filed by
7 James I. McClammy on behalf of Purdue Pharma L.P. (ECF#1178)

8
9 Objection Limited Objection of the Ad Hoc Committee on
10 Accountability to the Debtors Motion for an Order Extending
11 General Bar Date (related document(s)1178) (ECF #1187)

12
13 Limited Objection of the Non-Consenting States To Debtors'
14 Motion (related document(s)1178) filed by Andrew M. Troop on
15 behalf of Ad Hoc Group of Non- Consenting States. (Troop,
16 Andrew) (ECF #1197)

17
18 Ad Hoc Committee's Objection to Requests to Extend the Bar
19 Date (related document(s)1178, 1173) filed by Kenneth H.
20 Eckstein on behalf of Ad Hoc Committee of Governmental and
21 Other Contingent Litigation Claimants (ECF #1202)

22
23 Debtors' Omnibus Reply (ECF #1214)

1 Supplemental Declaration of Jeanne C. Finegan (related
2 document(s)1178) filed by James I. McClammy on behalf of
3 Purdue Pharma L.P. (ECF #1179)

4

5 Memorandum of Law Limited Objection to Ad Hoc Committee's
6 Limited Objection to Debtors' Motion to Extend General Bar
7 Date (related document(s)1187) filed by Paul A. Rachmuth on
8 behalf of Ad Hoc Committee on Accountability (ECF #1788)

9

10 Declaration of Michael S. Quinn in Support of the Ad Hoc
11 Committee on Accountability's Limited Objection to Debtors'
12 Motion to Extend the General Bar Date (related
13 document(s)1187) filed by Paul A. Rachmuth on behalf of Ad
14 Hoc Committee on Accountability (ECF #1189)

15

16 Statement / Multi-State Governmental Entities Groups
17 Statement in Support of the Debtors' Motion for Entry of an
18 Order Extending the General Bar Date for a Limited Period
19 and Approving the Form of Notice Thereof (related
20 document(s)1178) (ECF #1196)

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1 Statement of the Ad Hoc Group of Individual Victims (I) in
2 Support of the Debtor's Motion for Entry of an Order
3 Extending the General Bar Date for a Limited Period and
4 (III) Objecting to Requests for Entry of Order Extending Bar
5 date by Ninety Days 1173 (related document(s)1178) filed by
6 J. Christopher Shore on behalf of Ad Hoc Group of Individual
7 Victims of Purdue Pharma L.P. (ECF #1198)

8
9 Statement of Unsecured Committee In Support of Debtors'
10 Motion (ECF #1213)

11
12 Notice For Listen-In Only Dial-in Information (ECF #1216)

13
14 Letter Re: Request for Extension of Bar Date Filed by
15 Harrison Cullen (ECF #1133)

16
17 Letter to Judge Drain re: Supporting Harrison Cullens
18 request filed on 5/6/20 to extend the deadline for
19 individual claims to September 30th. (related
20 document(s)1133) Filed by Joanne Peterson (ECF #1141)

21
22 Letter Letter to Judge Drain re: an addition to the letter I
23 wrote to you in October, 2019 against the proposed
24 settlement for Pursue Pharma (related document(s)280) Filed
25 by Stephen G. Gelfand (ECF #1142)

1 Letter to Judge Drain re: support to Harrison Cullens
2 request to extend the deadline by Ninety days for filing of
3 individual claims... (related document(s)1133) Filed by
4 Edward J. Bisch (ECF #1145)

5

6 Letter to Judge Drain re: support Harrison Cullens request
7 to extend the deadline to September 30, 2020 for filing of
8 individual claims (related document(s)1133) Filed by Barbara
9 Van Rooyan (ECF #1149)

10

11 Letter to Judge Drain re: support of the letter submitted by
12 Harrison Cullen, filed to the docket on May 6, 2020,
13 regarding movement of the bar date for individual victims to
14 September 30, 2020. (related document(s)1133) Filed by
15 Cynthia Munger (ECF #1153)

16

17 Motion to File Proof of Claim After Claims Bar Date /support
18 Harrison Cullens request to extend the deadline by Ninety
19 days for filing of individual claims filed by Dan Schneider
20 (ECF #1157)

21

22 Motion to File Proof of Claim After Claims Bar Date (request
23 that you extend the filing of personal injury claims against
24 Purdue Pharma and the drug OxyContin) filed by Ed Vanicky.
25 (ECF #1158)

1 Letter to Judge Drain re: Support Harrison Cullens request
2 filed on 5/6/20 to extend deadline for individual claims to
3 September 30th (related document(s)1133) Filed by Maryanne
4 Frangules MOAR Executive Director (ECF #1160)

5

6 Motion to File Proof of Claim After Claims Bar Date filed by
7 On behalf of the Farash Family Barbara Farash (ECF #1168)

8

9 Letter to Judge Drain re: support of Harrison Cullen's
10 request by ninety days. The deadline of individual claims
11 (related document(s)1133) Filed by Leona Nuss (ECF #1174)

12

13 Statement / Multi-State Governmental Entities Groups
14 Statement in Support of the Debtors' Motion for Entry of an
15 Order Extending the General Bar Date for a Limited Period
16 and Approving the Form of Notice Thereof (ECF #1196)

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18 Statement of the Ad Hoc Group of Individual Victims (I) in
19 Support of the Debtor's Motion for Entry of an Order
20 Extending the General Bar Date for a Limited Period and
21 (III) Objecting to Requests for Entry of Order Extending Bar
22 date by Ninety Days 1173 (related document(s)1178) filed by
23 J. Christopher Shore (ECF #1198)

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1 Limited Objection of the Debtors to Pending Requests
2 Regarding Extension of the Bar Date (related documents 1185,
3 1157, 1158) (related document(s)1149, 1153, 1173,
4 1174, 1133, 1145, 1142, 1160, 1141) filed by James I.
5 McClammy on behalf of Purdue Pharma L.P. (ECF #1199)

6
7 Statement of the Official Committee of Unsecured Creditors
8 in Response to Letter Briefs Requesting Extension of Bar
9 Date (related document(s)1178) filed by Ira S. Dizengoff on
10 behalf of The Official Committee of Unsecured Creditors of
11 Purdue Pharma L.P., et al. (ECF #1200)

12
13 Statement / Memorandum in Support of the Entry of an Order
14 Extending the Bar Date filed by Andrew M. Troop on behalf of
15 Ad Hoc Group of Non-Consenting States (ECF #1173)

16
17 Objection / Ad Hoc Committee's Objection to Requests to
18 Extend the Bar Date (related document(s)1178, 1173) filed by
19 Kenneth H. Eckstein on behalf of Ad Hoc Committee of
20 Governmental and Other Contingent Litigation Claimants (ECF
21 #1202)

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1 P R O C E E D I N G S

2 THE COURT: Good morning. This is Judge Drain and
3 we're here in In re Purdue Pharma, LP, et al. This is a
4 completely telephonic hearing; therefore, I'm going to ask
5 you stating your name and client the first time you speak,
6 to do so again if you come in later in the hearing and one
7 would reasonably believe that the Court reporter might not
8 know who you are from your voice. I may ask you to identify
9 yourself also for that same reason later in the hearing.

10 There is only one authorized recording of this
11 hearing. It's being taken by Court Solutions. Court
12 Solutions provides that recording to our clerk's office on a
13 daily basis. If you want a transcript of the hearing, you
14 should contact the clerk's office to arrange for one.

15 So, with that introduction, I have the amended
16 agenda for today's hearing, which really covers only one
17 matter, which is the issue of the proposed extension of the
18 June 30 bar date in this case. So, with that introduction,
19 I should hear from counsel for the Debtors on their motion.

20 MR. HUEBNER: Sure. Good morning, Your Honor.
21 It's Marshall Huebner of Davis, Polk, and Wardwell for the
22 Debtors. Can I be heard clearly and well?

23 THE COURT: Yes. Yeah, fine, thank you.

24 MR. HUEBNER: Sure. Okay. Let me begin on a more
25 personal note to the Court. The U.S. Trustee's office,

1 really everybody on the line, obviously, these are very
2 difficult, painful, and trying times in many ways. I hope
3 that people are all safe and healthy and well in their
4 various circumstances. I also did want to thank the Court.
5 This is, obviously, and extra hearing on top of our normal
6 omnibus schedule. We are all very well aware of how
7 burdened the Court is on multiple, very large matters, and
8 so thank you for accommodating us in something that,
9 obviously, we think is quite important.

10 I want to spend just about three minutes, Your
11 Honor. We try to give very brief case updates since,
12 obviously, there are -- sort of 97 percent of the iceberg is
13 under the waterline and not visible and most of it, frankly,
14 should be that way until it's time to bring it to the Court
15 or other attention, but there are a couple of things, I
16 think, are worth just quickly noting, none of which may be
17 news, but still worth noting.

18 Last week, we filed what we call Report 1D, Your
19 Honor, which is a very detailed and voluminous, I think 401
20 pages, I think, probably even without exhibits, report that
21 is covering the period from January 1 of 2008 until, I
22 believe, the petition date. It covers all intercompany and
23 other corporate transactions between the Debtors on the one
24 hand, and shareholder and other shareholder-owned entities
25 on the other hand, and all non-cash transfers.

1 As the Court surely remembers, on December 16th,
2 only three months after the filing date, we filed an equally
3 extraordinarily detailed and thorough Report 1A. Report 1A
4 covered all cash distributions and dividends and the like,
5 but obviously, there was more connectivity between Purdue on
6 the one hand and the shareholders and shareholder-owned
7 companies on the other hand.

8 Report 1B is the other half of the circle, so
9 whether it was a dividend or something that was not cash or
10 whether it was a contractual relationship or royalty
11 agreement, anything, this is designed to be another massive
12 plank in our early promise of, what I think, can probably
13 fairly be called radical transparency. And this, I think,
14 now covers the waterfront for all transaction for a very
15 long period between the Debtors on the one hand and the
16 shareholders and shareholder-owned entities on the other
17 hand.

18 I should also note, because it hasn't come up, I
19 think, to anyone's attention recently, but we know that some
20 creditors hold it very sacred and we're still waiting for
21 proposals for -- from some of them for some more
22 granularity, but we have also not forgotten the promise that
23 we made several times on the record -- and as I think this
24 Court knows, we always keep our promises -- that when this
25 case is over, as soon as we can all get it over, for any

1 number of reasons, responsibly and well, and the plan and
2 the releases contemplated go effective, with whatever final
3 form the plan takes, there will be a repository of documents
4 the way there has been other -- after other analogous
5 situations, like, I believe, tobacco, for example.

6 We know that that is important to people and I
7 don't want it to think -- I don't want anybody to think the
8 we have forgotten about that commitment. The only other
9 thing that I will quickly mention before I turn to the,
10 essentially, single item on the agenda is mediation, and I
11 think brevity is probably appropriate here. People are very
12 hard at work on the mediations. The mediators, themselves,
13 are also very hard at work.

14 There were many mediations days in May. There are
15 many mediation days in June, and I think that it's
16 proceeding. More than that, I probably should not say, but
17 I didn't want the Court to think that despite the
18 complexities of everybody's current situation, that the
19 bottom 97 percent of the iceberg was not proceeding along
20 multiple fronts. It most assuredly is.

21 With respect to today's hearing, Your Honor, let
22 me now turn to the agenda. It will, on the main, be handled
23 by my partner, Jim McClammy who, for today's purposes, we
24 will actually just call Mr. McClammy as opposed to saying
25 Jim. I would note that the agenda letter is slightly

1 complicated because there were some letters from patient
2 advocate and similar groups that were put on the docket
3 early on. We don't -- I don't know the origin of those or
4 whether it's a concerted effort. Doesn't really matter.

5 People have a right to express views; although, we
6 do remain concerned that groups continue to use our docket
7 to express their views on topics, as opposed to seeking
8 relief from the Court. Those were more in the nature of
9 hybrid letters, and then, although the core parties knew
10 that we were on the very brink of filing a motion, we did
11 get a kind of statement and memorandum of law from the non-
12 consenting states filed a few hours before our motion hit
13 the docket.

14 I think Your Honor already said, as we see it,
15 this is really a single-issue hearing. I think probably the
16 right order of operations -- sorry, one last thing.

17 We did confirm with Mr. Troop that they do not
18 intend to cross examine Ms. Finegan, because that would have
19 made this hearing much more complicated, and I actually
20 don't think that any of the facts in the Prime Clerk
21 declaration are disputed by anybody, but I'll leave the
22 technicalities of moving that into evidence to Mr. McClammy,
23 but it was important to us because, obviously, if there was
24 going to be a cross examination, the Court might have wanted
25 video or some other mechanic to ensure that a witness could

1 be sworn in, but we don't believe that is the case.

2 And so, what I think probably makes sense and
3 they're sort of two different movants at the end of the day.
4 I think there is our motion that seeks the 30-day extension
5 and then there's Mr. Troop's sort of motion, statement and
6 memorandum, that seeks a 90-day extension, and there are a
7 whole bunch of other people who just have views on those
8 two, I don't know, ideas, for lack of a better word.
9 Probably, it makes sense for the Debtors to go first, which
10 Your Honor has already said, so I think that's definitely
11 what's happening.

12 It probably makes sense for Mr. Troop to go second
13 because, I think, he's probably the chief spokesman of the
14 other point of view, and then I think -- and the Committee
15 actually put a very helpful chart in their pleading, showing
16 sort of the lay of the land. Now I think at that point,
17 maybe we turn the podium over -- and I didn't write out an
18 order because I didn't want to be cheeky, but obviously,
19 there are a variety of other major stakeholders who have
20 views on zero, 30, 90, something else, and then we sort of
21 maybe bring it home after that.

22 So, if that sounds sensible, I will turn the
23 podium over to Mr. McClammy and then Mr. Troop can follow
24 and then we'll sort of figure out a good order of operations
25 for the people who have views on, essentially, the two

1 primary options before the Court. Is that --

2 THE COURT: Okay.

3 MR. HUEBNER: -- sensible, Your Honor?

4 THE COURT: Well, I actually believe there's only
5 one motion before me, which is the Debtors motion. That
6 isn't to say that -- I take seriously the other matters on
7 the docket, including the Ad Hoc Committee of States
8 filings, but there really only is one motion before me, and
9 of course, this is motion for relief from an order, my prior
10 bar date order, from February.

11 So, I think it is appropriate to proceed with that
12 motion, but I also think, the order that you're suggesting,
13 which is that your presentation be followed by the Ad Hoc
14 Non-Consenting States Committee is fine. So, why don't we
15 proceed on that basis?

16 MR. HUEBNER: Okay, terrific. So then, I will
17 turn my microphone onto mute and ask for Mr. McClammy to
18 take over, including whatever admission of the declaration
19 is necessary, and thank you.

20 THE COURT: Okay.

21 MR. MCCLAMMY: Good morning, Your Honor. Jim
22 McClammy on behalf of -- Jim McClammy of David, Polk, and
23 Wardwell on behalf of the Debtors.

24 THE COURT: Morning.

25 MR. MCCLAMMY: Good morning. With us on the phone

1 today is Ms. Jeanne Finegan, our declarant from Prime Clerk.
2 Also, on the phone from Davis Polk, we have Ms. Jacquelyn
3 Knudson and Ester Townes, my David Polk colleagues who have
4 been, really, unflagging in their efforts in connection with
5 the bar date, and their efforts have been greatly
6 appreciated.

7 And as Mr. Huebner mentioned, all parties, I
8 believe, really greatly appreciate, especially in these
9 trying times, the Court's and the parties' efforts to
10 continue to move these cases forward.

11 So, with that, Your Honor, I'll turn to the fact
12 that we have on, before the Court today, the motion to
13 extend the bar date by 30 days. I'll note that that has
14 been supported by the Unsecured Creditors Committee, the
15 Multistate Governmental Entities Ad Hoc Group, and the Ad
16 Hoc Group of Individual Victims.

17 I believe it was noted in the statement in support
18 by the Unsecured Creditors Committee that the Individual
19 Victims Ad Hoc Group may have taken the position that they
20 were supporting the motion only with respect to personal
21 injury victims. Our read of their papers, and after further
22 communications with counsel for the Individual Victims
23 Group, it is our understanding that they support the
24 extension of extension of the bar date for all potential
25 claimants, and not just the individual victims.

1 Your Honor, I'd like to make, I think, a brief
2 statement, just to give an overview of the Debtors'
3 positions with respect to the various statements that have
4 been filed in support and in opposition to our motion, then,
5 I would then propose to move into evidence the declaration
6 of Ms. Finegan before we move on to a brief legal argument
7 addressing each of the objections, if that's okay with Your
8 Honor.

9 THE COURT: That's fine.

10 MR. MCCLAMMY: Thank you, Your Honor. You know,
11 as Your Honor knows, it's the Debtors' job, really, to be
12 good stewards of these cases, and often, as here, that means
13 managing the requests and views of all parties in interest,
14 in light of what is necessary to both move these cases
15 forward without undue delay and without increasing the
16 administrative burden on the bankruptcy, on these estates.
17 And it was really, with that in mind, that the Debtors
18 reviewed and really took into consideration the many
19 conflicting views that they've received in light of the
20 submissions that were made with respect to the ongoing
21 COVID-19 pandemic.

22 Some of the key constituencies, as mentioned,
23 including the Ad Hoc Committee of Governmental and Other
24 Contingent Litigation Claimants have made it clear that they
25 do not believe that any extension of the bar date is

1 necessary, whether it be 30 days or 90 days. However, the
2 Ad Hoc Committee did agree that, should an extension be
3 granted, it should be for 30 days. Others, particularly
4 those individual creditors and groups, including the Ad Hoc
5 Group of Non-Consenting States have filed requests for
6 extensions on the docket and believe that the bar date
7 should be extended for a prolonged period of at least 90
8 days.

9 And still others, like the Official Committee of
10 Unsecured Creditors, the Ad Hoc Group of Individual Victims,
11 and the Multi-State Governmental Entities Group, have
12 supported the Debtors' request for a limited 30-day, one-
13 time extension for all potential claimants, even though some
14 of them may have not preferred to have any extension of the
15 general bar date at all.

16 For their part, the Debtors believe supplemental
17 notice plan is running successfully and effectively, and
18 it's providing notice to the Debtors' potential claimants
19 and also provides a workable way for them to file their
20 proofs of claim. In fact, with the increased time spent in
21 front of TVs and online as a result of COVID-19, some of the
22 elements of the plan, really, have already over delivered.

23 And I say that, all to make clear that the Debtors
24 did not determine that 30 days was the right amount of time
25 to extend the general bar date in light of COVID-19, in a

1 vacuum. The Debtors have spent considerable time
2 reconciling those varying views in light of the success of
3 the notice program and evaluating that and the needs of
4 these cases, before determining if 30 days was the right
5 number.

6 In landing on that 30-day timeframe, the Debtors
7 considered a number of key factors. First, there is no
8 credible argument that the Debtors, with the noticing agent,
9 have not been providing adequate notice to potential
10 claimants through what this Court knows is an unprecedented,
11 robust, and multifaceted supplemental notice plan.

12 Second, the notice program and the claims filing
13 process was developed with mechanisms in place that, as it
14 turns out, are workable, even during the pandemic and the
15 shutdown. There's a toll-free number and online information
16 available. There's the fact that the claimants are allowed
17 to request and file proofs of claim forms by mail.

18 We required only a baseline of necessary
19 information, and we simplified the forms in a way that took
20 into account these considerations, after having discussed
21 them with all of the creditor constituencies that ended up
22 supporting the bar date when it was first presented to the
23 Court, including with respect to the ability to provide
24 information with the filing of your claims and
25 documentations with the filing of your claims, but not

1 making that a necessary component of filing those claims.

2 Third, is generalized and potentially -- the
3 generalized and potentially speculative assertions of
4 difficulty in filing claims cannot, in and of themselves,
5 justify the substantial cost to these estates and the
6 resulting reduction and potential recovery to the Debtors'
7 claimants, that a delay due to a prolonged extension of the
8 bar date would cause.

9 In addition to the fact, that there will be the
10 direct cost of about \$700,000 to conduct the notice program
11 for the extension, there will also be substantial secondary
12 costs, including from keeping the bankruptcy estate in place
13 longer than otherwise might be, the cost of which has been
14 in the millions, indeed perhaps tens of millions of dollars
15 per month in these cases in recent times.

16 Fourth, to the extent that potential claimants do
17 have legitimate individualized claims of difficulties
18 warranting a deviation from the bar date, the Bankruptcy
19 Code and the bankruptcy rules provide mechanisms for those
20 claimants to seek appropriate relief from the Court.

21 And fifth, with the proposed 30-day extension, the
22 bar date in this case will have run for 178 days, a time
23 period that is much longer than the bar date periods in
24 other mass tort bankruptcy cases.

25 With that general overview, Your Honor, I would

1 like to move now for the submission into evidence of the
2 declaration of Ms. Jeanne C. Finegan. As I mentioned, Ms.
3 Finegan is on the phone and she is a vice president of
4 notice and media solutions at Prime Clerk, LLC. She
5 submitted a declaration in connection with the original bar
6 date motion and submitted a supplemental declaration in
7 support of the motion for an extension that was submitted on
8 Ma 20th of this year, and it's found at Docket No. 1179.

9 We have reached out to counsel for the objectors,
10 and my understanding is that counsel for the Non-Consenting
11 States and also counsel for the Ad Hoc Committee for
12 Accountability have no objection to the submission of her
13 declaration into evidence. And with that, Your Honor, I
14 would move for the submission of that declaration into
15 evidence.

16 THE COURT: Okay. Does anyone want to question
17 Ms. Finegan on her supplemental declaration?

18 MR. TROOP: Your Honor, Andrew Troop from
19 Pillsbury for the Non-Consenting States. No, we don't plan
20 on questioning Ms. Finegan.

21 THE COURT: Okay, thank you. All right. Ms.
22 Finegan is on the line, I see, in looking at the hearing
23 dashboard. Let me ask you, ma'am, I have your supplemental
24 declaration here. It's dated May 20th, which is fairly
25 recently, but knowing that this would be your direct

1 testimony in this matter, is there anything in it that you
2 wish to change? You may have -- you might be on mute. I'm
3 not sure. Your -- yeah, there you go. Is there anything --

4 MS. FINEGAN: Apology --

5 THE COURT: -- you would wish to change, Ms.
6 Finegan?

7 MS. FINEGAN: Apologies, Your Honor. No, the
8 declaration stands.

9 THE COURT: Okay. Very well, thank you. I may
10 have questions related to it, but I have a feeling that Mr.
11 McClammy will be able to answer them. If not, I'll come
12 back to you for an answer, if I don't get one from him. But
13 having said that and having reviewed the declaration, I will
14 admit it into evidence as Ms. Finegan's direct testimony.
15 And, of course, I also have her declaration from January
16 30th of this year, in support of the original bar date
17 motion, which was ultimately granted in somewhat modified
18 form in early February as well as her testimony at the
19 hearing on the bar date motion, which I've also re-reviewed.

20 So, that doesn't need to be admitted again. It's
21 already part of the record, but the supplemental declaration
22 is now admitted. So, you can go ahead, Mr. McClammy, with
23 the rest of your presentation.

24 MR. MCCLAMMY: Thank you, Your Honor. Turning
25 first, with respect to the Ad Hoc Group of Individual

1 Victims, one of the things that we discussed with them in
2 connection with their submitting a statement in support of
3 the extension of the bar date, with making sure that's -- we
4 made clear for the record that, although we believe that
5 cause exists here to extend the bar date for a limited 30
6 days, these Debtors do agree with some of the points that
7 are made in the statement of support submitted by the Ad Hoc
8 Group of Individual Victims, in particular, that potential
9 claimants, including individuals, should not delay filing a
10 claim simply because there is an extension.

11 Extending the bar date here is not intended as an
12 open invitation from -- for potential claimants to delay
13 such a filing. Rather, we see this extension, which is
14 being requested under unprecedented circumstances, as being
15 meant as an accommodation to those who may be having or
16 experiencing difficulties in light of COVID-19 in completing
17 the claims filing process. Notice of the bar date extension
18 will be provided as set forth in the supplemental
19 declaration of Ms. Finegan so that the claimants are aware
20 of the extended bar date, and that a failure to submit a
21 claim by that extended date will mean that such a claim
22 could be subject to being barred or being disallowed.

23 However, as noted by the Ad Hoc Group of
24 Individual Victims, there is, in fact, a possibility that
25 even with all the notice that has been provided and with the

1 extension of the bar date, that there may be claimants that
2 seek to file claims under Bankruptcy Rule 9006 on the basis
3 of excusable neglect. If Debtors will endeavor to give
4 appropriate consideration to late filing claimants who
5 affirm that they did not receive actual notice and/or who
6 believe that their particular circumstances justify their
7 failure to comply with the bar date, including hardships
8 occasioned by COVID-19.

9 We believe that that provides some important
10 context to keep in mind when considering the objections that
11 seek 90 days or longer extensions to the bar date. With
12 that, I will turn now to the --

13 THE COURT: Well, can I -- let me jump in here,
14 and I think I should, just to make my view clear, and I
15 think it's consistent with the law. A bar date is a very
16 important event in a Chapter 11 case, including these cases.
17 As the courts say, it's not just a mere procedural gauntlet.
18 It really is a key deadline for asserting one's claims in
19 the case.

20 The Second Circuit, in fact, in its own words, has
21 taken a hard line in applying a bar date deadline and said
22 that if compliance with the bar date is within the control
23 of the party who missed it, it's a very rare case where the
24 bar date deadline would be extended. So, I think it is
25 important to note that it is an important deadline that

1 needs to be complied with. If someone is, heaven forbid, in
2 the hospital or for some other reason unable not because of
3 their neglect or a legitimate -- for a legitimate excuse,
4 not to file a claim by the bar date, then on motion by them,
5 Courts extend it.

6 But the Courts look at those requests carefully
7 and, as I said, generally unless there's a good reason why
8 the deadline could not be complied with, the request for an
9 extension is normally denied, and that might particularly be
10 the case when there has been a lengthy period, such as
11 provided for here. So, while it is clear that there may be
12 exceptions, and the Supreme Court has recognized that in the
13 Pioneer case and Bankruptcy Rules recognize it in Rule 9006,
14 those exceptions are limited.

15 So, people should definitely not wait until the
16 last minute under the assumption that, well, if they miss it
17 by a day or two, it'll be okay. They should file their
18 claim promptly, before the last minute, to assure themselves
19 that it can actually be recognized as a claim in the case.

20 MR. MCCLAMMY: Thank you, Your Honor. Very much
21 appreciated and completely agree with the Court's statement
22 on -- in that regard, and we think that that will be very
23 helpful to the process going forward, to have the claims in
24 as soon as they can be filed.

25 THE COURT: Let me say one other thing. There are

1 a great deal of potential -- a great number of potential
2 claimants here who are not entitled to individual notice,
3 i.e., a letter to them that would say, you have until X date
4 to file your proof of claim.

5 That is because the Debtors' product here was in
6 very wide circulation and the parties, and ultimately, the
7 Court concluded that individualized notice to anyone who was
8 prescribed OxyContin or some other product by the Debtors
9 that would give rise, potentially, to a claim, would not be
10 required on an individual basis, but rather through the
11 extensive notice program that the Debtors proposed, that
12 with some changes, I approved.

13 So, you should not expect, as a claimant, to be
14 getting, necessarily, an individual notice or letter. If
15 you see an advertisement on TV or online or a billboard,
16 that applies to you, and you need to, therefore, abide by
17 the deadline. The deadline will be running regardless
18 whether you got individualized notice, i.e., a letter to you
19 specifically or not.

20 There may be exceptions for some people who, if
21 they can show that the Debtor actually knew you,
22 particularly, would have a claim or would be reasonably
23 knowable to the Debtor, but it's not a good idea to rely on
24 those exceptions, because, again, the Courts narrowly
25 construe bar date or requests for relief from the bar date.

1 So, when you see an advertisement or a billboard or a notice
2 on YouTube or in a blog, follow up and file the claim by the
3 deadline.

4 MR. MCCLAMMY: Thank you, Your Honor. With that,
5 I'd like to move to the Non-Consenting States objection to a
6 30-day extension. The Non-Consenting States, I see, it
7 really failed to demonstrate why anything more than a one-
8 time, 30-day extension of the general bar date would be
9 reasonable here, or satisfy the cause standard. And
10 although the Non-Consenting States correctly note that the
11 Debtors' supplemental notice plan was developed prior to
12 COVID-19, it seems to me that they failed to appreciate the
13 that the supplemental notice plan is not static in nature
14 and, in fact, has been adjusted and optimized in response to
15 COVID-19.

16 For example, if you're looking at the supplemental
17 Finegan declaration, Paragraph 15, it notes that in response
18 to COVID-19, Prime Clerk adjusted TV commercials to air
19 during day parts and on networks where research has shown
20 that 35 increase -- a 35 percent increase in viewership, in
21 general, increased national TV spots, and streaming video
22 ads in response to movie theater closures, and the fact that
23 we mailed a two-page full color summary flier of the bar
24 date notice to 178 mobile health teams for distribution to
25 replace the planned boots-on-the-ground approach.

1 Moreover, as previously discussed, the Debtors'
2 claims filing process includes mechanisms that safeguard
3 against potential impacts of COVID-19 and impact it could
4 have had on the process. As I mentioned, the proof of claim
5 forms can be received and filed by mail. The filing of a
6 proof of claim form does not require access to medical
7 records. Indeed, this was a specifically negotiated and
8 much discussed point, including with the Non-Consenting
9 States Group in advance of the filing of the original bar
10 date motion, that supporting documentation is not an
11 absolute requirement.

12 It may be needed at some time and even demanded at
13 some time later, but is not a requirement before claimants
14 file their proof of claim. And, indeed, claimants do not
15 need specific personnel or even an attorney to file a claim.
16 We believe the claim forms are straightforward, and also, it
17 was noted in our claims form process, that the failure to
18 answer a question, in and of itself, will not necessarily
19 result in the denial of a claim.

20 It's also important to note that in arguing that
21 the Debtors can extend the general bar date by 90 days with,
22 in their view, "only" an additional \$1.4 million above the
23 Debtors' estimate of \$700,000 for the direct costs of the
24 extended notice program, that the Non-Consenting States
25 overlook the soft and the hard costs that would certain run

1 into the tens of millions of dollars if these cases are
2 delayed, and for those reasons, Your Honor, we believe that
3 the Non-Consenting States Group's objections should be
4 overruled.

5 With respect to the Ad Hoc Committee of
6 Accountability --

7 THE COURT: Could -- I'm sorry, can I interrupt
8 you on this? And I know I'll be hearing from Mr. Troop in
9 due course, but I had some questions for you on the 90-day
10 alternative.

11 At least one of the pleadings in support of the
12 Debtors' motion, albeit in somewhat reluctant support,
13 states that the Debtors are seeking or planning on filing a
14 Chapter 11 plan this fall, which could be as early as the
15 end of September or later in the fall, but that's the
16 Debtors' goal and that it is argued -- argues for not having
17 a bar date extension to the end of September.

18 I didn't see anything to that effect, although,
19 maybe I just missed it, in the Debtors' own pleadings. Do
20 the Debtors have -- and this is not something written in
21 stone, but did the Debtors have a goal as to when they would
22 be filing a plan in this case?

23 MR. MCCLAMMY: Your Honor --

24 MR. HUEBNER: Your Honor, with Mr. McClammy's
25 consent, I'll jump in. We are reluctant, frankly, in an

1 open forum and in our pleadings to set forth exactly what
2 our multi-tracks or plans and thoughts and calendars are.
3 It is a complicated case. The mediation is a complicated
4 thing that is proceeding alongside the bankruptcy process,
5 as are other major initiatives. Our goal is to get this
6 company out of Chapter 11 as soon as humanly possible and to
7 turn off all the professionals and send everybody home and
8 give the money out to the stakeholders and to the people who
9 need it.

10 We want to file a plan at the earliest possible
11 opportunity. Several things clearly have to happen before
12 that is possible. If we filed a plan tomorrow with the
13 mediation midstream, other things unresolved, we think in
14 this case that would be very counterproductive. There are
15 some cases in which Debtors file plans that have the support
16 of no one, just to get balls rolling.

17 From where we sit right now, on June 3rd, this is
18 not that case at this time. Do we hope that a plan is
19 absolutely viable sometime in the next few months?
20 Absolutely. Which month of fall, is there a dream of
21 something a little earlier, is there a fear of something a
22 little later? Sure. But as each thing gets pushed out,
23 take the probability that this entire case and the tens of
24 millions of dollars of risk and business evaporation loss
25 and known cost, it makes it much more of a certainty that

1 those will be incurred and the money will not go where we
2 need it.

3 So, I apologize for not saying something as simple
4 as, oh, Your Honor, first time ever, you missed something.
5 Page 7, Footnote 6, we said we're to file a plan between
6 August 15th and September 30th. There is no such footnote,
7 because we don't think it's appropriate to lay something
8 like that out just yet. But, given that we're now in the
9 beginning of June and we have a bunch of rows left to hoe,
10 there is certainly a hope, and more than a hope, that we
11 could be doing something in that general landing zone.

12 I would prefer not to be more specific than that,
13 unless the Court requires it.

14 THE COURT: Okay, that's fine. And then I had one
15 other question. I'm aware, although I don't think there's a
16 reported decision on this, of one other fairly recent case
17 where a bar date was extended, or at least there was an
18 additional major effort to get claims in, in a mass tort
19 context, and that was the PG&E case. That was prompted by a
20 perception that simply no one or very few people were filing
21 claims and that there might be something wrong with the
22 notice program that was associated with the bar date for
23 those tort -- potential tort claimants.

24 I did not see in the pleadings, except in one
25 letter which was filed fairly early in May, any contention

1 that the anticipated number of claims being filed is
2 actually much lower -- I'm sorry, the number of claims
3 actually filed by individuals is much lower than was
4 anticipated.

5 Now, I appreciate, we're only at June 3, and
6 probably the data on the claims dates back to last week,
7 which is still more than a month before the end of the
8 current bar date period, but is there a perception on the
9 Debtors' part, maybe either Mr. McClammy or Ms. Finegan can
10 answer this, that the claims that were anticipated actually
11 greatly exceed the numbers that are being filed to date?

12 MR. MCCLAMMY: Your Honor, Jim McClammy. In
13 response to that, there isn't anything that we've seen to
14 suggest that there is a -- that there was an issue with the
15 noticing, nothing that's bearing itself out in the number of
16 claims being filed, the number of hits to the website, and
17 the number of page views to the website as set forth in Ms.
18 Finegan's declaration. So, there isn't anything along those
19 lines.

20 It's really occasioned by trying to find the right
21 balance in light of the perception of difficulties that
22 people may be having as a result of COVID-19 and how that
23 may be impacting the schedules and finding the right
24 balance, cost-wise, between saying no extension and,
25 perhaps, having to deal with a larger number of people

1 filing motions, to file late claims, or extending the bar
2 date for a short period of time to further strengthen the,
3 what we think is a successful program.

4 THE COURT: Okay. All right.

5 MR. MCCLAMMY: With that, Your Honor, perhaps
6 before ceding the podium, I'd like to just finish up by
7 addressing briefly the Ad Hoc Committee on Accountability
8 and their assertions.

9 THE COURT: Sure.

10 MR. MCCLAMMY: So, as the Court noted, letters are
11 not going out to individual claimants, everyone that has
12 been prescribed a Purdue opioid or Purdue product, and that
13 was made after considering the substantial cost, time, and
14 effort that would be involved in undertaking such an
15 endeavor. And indeed, the claims discussed by the
16 accountability group are really no different than any of the
17 other opioid-based claims in these cases, all of which,
18 really, in one form or another, assert that some Purdue
19 marketing effort or other created an environment in which
20 more opioids were prescribed.

21 The argument that they're making, in many ways,
22 proves too much, and if you were to follow the logic of the
23 AHCA, the Ad Hoc Committee on Accountability, the Debtors
24 would need to seek out and obtain personal contact
25 information for all such potential claimants from third

1 parties and provide direct notice to all members of the
2 public that had received a prescription for a Purdue opioid.

3 We believe that, based on the already substantial
4 cost of the noticing in these case, the alternative direct
5 noticing efforts would have undoubtedly depleted the
6 substantial portion of the value of the Debtors' estates and
7 that doing so would have also increased the amount of time
8 it would've taken to have the notice program run its course.

9 In developing the notice strategy, the Debtors
10 considered how best to reach this multitude of potential
11 claimants, which we do not believe all of them are, in fact,
12 known claimants, nor do we believe that all of them,
13 necessarily, have potential claims, and we quickly realized
14 that attempting such a scorched earth search to obtain the
15 name and address information, some of which may no longer be
16 accurate, of these individuals, was simply not feasible for
17 a number of reasons, including that some of this information
18 is protected by HIPAA and that the requests for records that
19 would need to be sought and negotiated through means such as
20 protective orders and subpoenas, and the potential
21 litigation over all of that, would've come at a great
22 expense and delay.

23 And such efforts to provide actual written notice
24 would have been impractical and costly and, as I mentioned,
25 cause undue delay to these Chapter 11 cases. So, based on

1 the above, it became clear that such persons are, in fact,
2 the very definition of unknown claimants because their
3 identities were not known or reasonably ascertainable by the
4 Debtors, and that information with respect to such claimants
5 were not within the possession of the Debtors or in their
6 books and records.

7 Indeed, after acknowledging that the actual
8 written notice was only -- not only not legally required for
9 these unknown claimants, but also entirely impractical. The
10 Debtors and Prime Clerk, after consulting with key
11 constituencies in these cases, including the Creditors
12 Committee and other ad hoc groups, developed a supplemental
13 noticing plan that, as the Court has noted, is really far
14 reaching and is designed to reach 95 percent of the U.S.
15 adult population within average times of -- fixed times and
16 frequency and over 80 percent of the Canadian adult
17 population on an average of three times and is, in fact, on
18 track to exceed those targets.

19 We also believe that the cases relied upon by the
20 Committee on Accountability actually support the Debtors'
21 decision to provide notice to potential claimant who are not
22 in the Debtors' books and records through that supplemental
23 notice plan. Those case, particularly, In RE: Motors
24 Liquidation case and the In RE: TK Holdings case really
25 stand for the general proposition that fashioning adequate

1 notice will depend on the circumstances of the particular
2 case and, in some cases, perhaps more than examination of a
3 Debtor's books and records may be required in order to
4 satisfy the reasonable ascertainable standard.

5 But in neither of those case is there any
6 suggestion that that was something that would need to be
7 undertaken here. In fact, if you look at something like In
8 RE: Motors Liquidation Corp. at 2015 Bankruptcy Lexus 44,
9 45, you see the Court there noted that efforts beyond just
10 looking at the books and records are generally not required.

11 And if you look at the TK Holdings case, the
12 Debtors there sought information from a third party and its
13 subsidiary, and eventually the California Department of
14 Motor Vehicles, but that was for contact information
15 contained in the registration records for certain potential
16 claimants in those cases, so it was very particularized and
17 not something that, I think, can be applied here where we
18 would be looking at the logic of what they're asking to be
19 simply to extend notice to really every single recipient of
20 a prescription of a Purdue opioid, which, as this Court has
21 determined, is unworkable under the circumstances.

22 So, for those reasons, Your Honor, the Debtors,
23 being aware of the impact of the ongoing COVID-19 pandemic,
24 and taking into consideration the various views of the
25 creditor constituencies, we would request that the Court

1 enter an order extending the bar date for a limited, one-
2 time extension of 30 days. Unless Your Honor has any
3 questions, I will cede the podium to Mr. Troop and reserve
4 the right to respond on rebuttal.

5 THE COURT: Okay.

6 MR. TROOP: Thank you, Your Honor. It's Andrew
7 Troop from Pillsbury for the Non-Consenting States. Can I
8 proceed?

9 THE COURT: Yes, good morning.

10 MR. TROOP: Good morning, Your Honor. Hopefully,
11 everyone can hear me. I join in Mr. Huebner's thoughts for
12 everyone in light of the disruption to our lives and
13 people's lives as a result of COVID-19. The world is a very
14 different place than when you entered the bar date order on
15 February 3rd.

16 Your Honor, I want to be as focused as I can here,
17 so bear with me if I take long pauses as I'm reading over my
18 notes from what's been said so far today. First, Your
19 Honor, I do want to note that I think that everyone,
20 reluctantly or not, who's spoken in connection with or filed
21 pleadings in connection with the extension of the bar date
22 has acknowledged the unprecedented circumstances in which we
23 find ourselves and that those unprecedented circumstances
24 have, notwithstanding the breadth and scope of the notice,
25 supplemental notice program enacted by the Debtors, guided

1 everyone to acknowledge that accommodations need to be
2 reached.

3 And in that regard, Your Honor, let me say
4 clearly, that the Debtors decision to file the motion where
5 the standard before you in deciding whether to extend the
6 bar date is for cause and not for excusable neglect, was not
7 lost, at least, on me. If the standard were excusable
8 neglect after the bar date, as you note, your ability to
9 react to provide relief is extremely circumscribed by Second
10 Circuit and, frankly, Supreme Court precedent, and the issue
11 that you would need to be, as I read the cases, focused on
12 is, really, the issue -- are many of the issues that have
13 been discussed, the scope and breadth of notice.

14 But we find ourselves in a situation where the
15 scope and breadth of notice is only part of the analysis
16 that I think the Court needs to undertake in determining
17 when and for how long to extend the bar date for cause,
18 because it's not the scope of notice here that's at issue.
19 It is how current circumstances have impacted or may impact
20 the ability, willingness, focus of parties to respond.

21 Your Honor, there's been some suggestion in some
22 of the pleadings as to why the Non-Consenting States have
23 taken up this torch, and while the pleadings acknowledge
24 that states have been impacted, as well, by COVID-19,
25 they've been impacted in terms of their budgets, their own

1 internal restructuring, the fact that the health care
2 workers at the state who are significantly involved in this
3 case are also the ones with primary responsibility for
4 responding to COVID-19.

5 The impact of COVID-19 on Non-Consenting States
6 has been disproportionally high. According to the
7 Washington Post yesterday, 104,755 people have died from
8 COVID-19. Nearly 80,000 of those people, more than 75
9 percent, are in Non-Consenting States. The impact, here, is
10 far and wide, and Your Honor, it's frankly farther and wider
11 because of events over the last week.

12 Who would've thought we would've woken up this
13 morning to New York Times headlines that combat troops are
14 stationed outside of Washington, D.C., that National
15 Guardsmen are in many major cities, that Secretaries of
16 State's Offices were closed yesterday across the country?

17 These facts require an additional yard, Your
18 Honor. They require that no one -- no one. I can't say no
19 one, Your Honor. They require that the likelihood that
20 someone will have to come before you and ask for permission
21 to file a late filed claim, based on the excusable neglect
22 standard, is minimized to the greatest extent possible.
23 And, Your Honor, we've already taken this into account in
24 connection with other matters in this case.

25 Your Honor, you may recall at a hearing before you

1 on May 1st, believe it was Mr. Hurley discussing certain
2 discovery disputes before you, and one of those involved an
3 individual named Mr. Ives who is a Sackler-related party
4 where Mr. Hurley reported that Mr. Ives was unable to
5 respond to discovery requests because of what's been
6 happening with COVID-19.

7 And in response to that, with respect to discovery
8 requests that have been outstanding since early March, the
9 Court gave parties until September 1st to respond to
10 discovery, a significant increase over the -- much more than
11 parties in interest wanted in terms of responding to
12 document requests that are critical to the ability to -- for
13 this case to proceed. I'll come back to that in just a
14 second, Your Honor.

15 So in sum, Your Honor, we're here because the
16 circumstances are different. The standard before you is not
17 excusable neglect and the world is a very different place
18 without -- and without making any overly political statement
19 with regard to it, it's in a worse place than it was on
20 February 3rd. The major -- so it seems, Your Honor, that
21 we're not arguing about an extension amongst most of the
22 parties, the Ad Hoc Committee notwithstanding.

23 We're really talking about how long, and that the
24 arguments provided in response to -- I'm sorry, one other
25 issue, Your Honor. You asked a question about whether --

1 how proofs of claim were coming in against estimates. We
2 don't know what the estimates were that the Debtors had or
3 that Prime Clerk worked for them, and admittedly, Your
4 Honor, this is anecdotal, but someone in this case said to
5 me, Troop, if we extend the bar date, that could be
6 thousands and thousands of more claims filed.

7 And I thought to myself at the time, doesn't that
8 just prove the point? Doesn't that just prove the point?
9 And, Your Honor, even if you apply the --

10 THE COURT: Well, except it's not proof. It's not
11 proof. It's --

12 MR. TROOP: I --

13 THE COURT: -- hearsay, so --

14 MR. TROOP: Your Honor, and I didn't -- I was very
15 clear about that.

16 THE COURT: Yeah, I know, but maybe people --

17 MR. TROOP: I think --

18 THE COURT: -- who are not lawyers are not, so I
19 want to make it clear that that's not in any way evidence of
20 anything.

21 MR. TROOP: But, Your Honor, we live in a world
22 where you can't gather evidence about the impact. You can't
23 go out and interview people. You can't go door to door and
24 do a survey.

25 THE COURT: Well, but you can --

1 MR. TROOP: You have --

2 THE COURT: You can't -- but you can look, as Ms.
3 Finegan did, at visits to the claims website and you can
4 look at the claims that have been filed to date and see
5 whether they are, as one would anticipate, or whether
6 they're dramatically lower. That's just --

7 MR. TROOP: And --

8 THE COURT: That is evidence.

9 MR. TROOP: And, Your Honor, I don't think there's
10 evidence on that, either.

11 THE COURT: Well, I asked the question. I was
12 told no, they're not dramatically lower, by the --

13 MR. TROOP: By the Debtors' lawyer.

14 THE COURT: Well, I --

15 MR. TROOP: Right? He's not aware of it --

16 THE COURT: Ms. Finegan, you heard my question of
17 Mr. McClammy. Do you disagree with his answer? I think
18 you're going to have to unmute yourself again, Ms. Finegan.
19 So, Ms. Finegan, do you disagree with Mr. McClammy's answer,
20 which was, it does not appear to the Debtors that the claims
21 that have been filed to date are materially lower than would
22 be anticipated as of today's date or as of last week?

23 MS. FINEGAN: Your Honor, I agree with Mr.
24 McClammy.

25 THE COURT: Okay. Now, I appreciate --

1 MR. TROOP: Then, Your Honor --

2 THE COURT: -- let me --

3 MR. TROOP: -- I --

4 THE COURT: I don't want to leave it at that, Mr.
5 Troop, because I also appreciate, of course, that we're
6 talking about June 3 and probably looking at claims from
7 last Friday, the end of May, and the bar date, as currently
8 set, is June 30 and there's always a large number of claims
9 that are filed shortly before the bar date. Not -- you
10 know, people, human nature being what it is, people wait
11 until the last minutes.

12 So, I'm not sure how conclusive that evidence is,
13 but at least it's evidence, and I would be approaching this
14 very differently if this were a PG&E situation where people
15 are scratching their heads why there aren't as many claims
16 being filed as one would think.

17 MR. TROOP: And, Your Honor, I therefore, again,
18 commend everyone for bringing this to you sooner rather than
19 later, recognizing, as I do agree with you, that the numbers
20 here will be much clearer on June 28th than they are today.
21 By June 28th, I think, everyone would agree, it would be a
22 very different effort in time to extend the bar date.

23 Your Honor, I may have a question, now, for Ms.
24 Finegan in light of your question, but I want to think about
25 it just a minute, if I may, and come back to it.

1 THE COURT: Okay.

2 MR. TROOP: Your Honor, the other, I would say,
3 the other most significant argument against a longer
4 extension, which is, I think, what you were getting at in
5 terms of asking when plan might be filed, is this fall --
6 whether it would be this fall, is whether extending the bar
7 date for 90 days would, in fact, delay the case. And, Your
8 Honor, I think not. I mean, Mr. Huebner accurately
9 described the efforts of the parties engaged in mediation to
10 address the primary issue that was set forth for mediation,
11 which is allocation and, like Mr. Huebner, I am hesitant to
12 share with you details by -- other than to confirm everyone
13 is working very hard.

14 The public side creditors are making substantial
15 progress. There were 25-ish, I think, maybe 20-ish days of
16 mediation set out for people in June, and while, again, this
17 is a changed circumstance, when the mediation was authorized
18 by the Court -- and the point of that, Your Honor, is the
19 mediation is moving along but taking longer than people
20 anticipated. Think everyone -- I think the Court had hoped
21 that mediation would be concluded now, on this primary
22 issue, and you've urged us all to move expeditiously, but I
23 note that had that schedule, which maybe I expressed some
24 skepticism about, but had that schedule held, the bar date
25 would've come in after the mediation concluded.

1 So, the -- now tying, as some do, the need to get
2 proofs of claim in with the mediation, is a red herring,
3 Your Honor. It's a red herring. And in terms of moving the
4 case forward, Your Honor, it's similarly a red herring.
5 There are, as alluded to, many issues that need to be
6 resolved or people need to try to resolve before filing or
7 abandoning a consensual plan is decided.

8 It's -- I've alluded already, Your Honor, to the
9 Sackler discovery and its timing. Your Honor, I understood
10 you to order that Sackler discovery be concluded by
11 September 1st. That's much more than 30 days from now, and
12 it will take months, I think, at least, but months to
13 analyze all those documents, confirm the Sackler's roles and
14 finances, and be able to evaluate and make reasoned
15 decisions on the plan with releases that Mr. Huebner
16 confirmed the Debtors intend to pursue.

17 Similarly, Your Honor, one of the parties that is
18 not compulsory -- is not compelled to engage in the
19 mediation is the United States and the Department of
20 Justice. And the claims that the United States will assert,
21 may assert, it's demanded treatment in this case, and, Your
22 Honor, there's no secret, I think, here. I think last month
23 the Debtors' special counsel, Skadden, charged the estate \$2
24 million or so in their last interim fee application.

25 And their job is exclusively to deal with DOJ and

1 DOJ issues. Those are all issues that are going to need to
2 be hammered down, nailed down, and resolved before a plan
3 can get presented to you for confirmation. And those are
4 things beyond my control, Your Honor, but they are things
5 that are going to have to be considered. So, nothing in
6 this case, in light of these issues, will be adversely
7 affected by a 90-day extension as opposed to a 30-day
8 extension.

9 In contrast, aside from enhancing, if not, in
10 actuality, the perception of the fairness of the process, in
11 light of changed circumstances, is clear. And the costs of
12 not doing so are less predictable than the costs of doing
13 so. No one can predict, Your Honor, whether now, 30 days
14 from now, or 90 days from now. Readily admit that, that
15 late claims will get filed in this case.

16 But I think as you noted, Your Honor, the longer
17 the time, the more effort that's made to permit claims to be
18 filed, probably -- and I admit I have no evidence on this,
19 Your Honor, but we've all done this for a long time,
20 minimizes the likelihood that more claim -- more late-filed
21 claims will be filed than with a sooner bar date. And I
22 think, frankly, Your Honor, it will make it easier for
23 everyone to address it the issues by the third -- the Second
24 Circuit when it comes to dealing with late filed claims.

25 So in sum, Your Honor, I think that the issues

1 here are simply not whether, but how long to extend the bar
2 date, whether the intended benefits of extending the bar
3 date would be better achieved with a longer extension than a
4 shorter extension, in light of the fact that it's not the
5 scope of notice that people are fighting about, but people's
6 ability to respond, and whether, in fact, there will be
7 demonstrable delay in this case as a result, which there
8 will not be, Your Honor.

9 In fact, I don't think anyone thinks that having
10 proofs of claims on file are necessary for the mediation
11 process to continue because, as I noted, it was never
12 contemplated they would be on file as a prerequisite to
13 that.

14 Your Honor, I'm going to skip my question to Ms.
15 Finegan.

16 THE COURT: Okay.

17 MR. TROOP: Okay? Any questions for me, Your
18 Honor?

19 THE COURT: No. No, thanks.

20 MR. HUEBNER: So, Your Honor, it's Marshall
21 Huebner. In terms of the, sort of, continued order of
22 operations, I think it probably makes sense -- again,
23 there's no magic to this, but I think that while, sort of,
24 Mr. Troop's theory of the longer bar date is right before
25 us, I -- the one other party that I believe has counsel, I

1 believe it's called the Ad Hoc Committee of Accountability
2 which is a new group. I think it's actually five
3 individuals who have retained counsel, and if counsel is on
4 the line, we certainly would cede the podium to them to make
5 whatever remarks they believe appropriate.

6 THE COURT: Okay.

7 MR. RACHMUTH: Thank you. May I, Your Honor?

8 THE COURT: Yes, go ahead.

9 MR. RACHMUTH: -- Paul Rachmuth on -- this is Paul
10 Rachmuth on behalf of the Ad Hoc Committee on Accountability
11 from Eisenberg and Baum. Our focus in this case is much
12 narrower than the other committees that have spoken before
13 you, and it is, as the title of our group suggests, it is to
14 increase the accountability of the Debtor in the process.

15 The objection that we filed is premised on earlier
16 this year, there was a company, Practice Fusion, which is an
17 electronic medical records company, entered into a deferred
18 prosecution agreement with Vermont Attorney General's
19 Office.

20 THE COURT: January 27th, right?

21 MR. RACHMUTH: Yes, Your Honor. This company pled
22 guilty to receiving illegal kickback from a drug
23 manufacturer, which many have identified at Purdue Pharma,
24 and I don't believe there can be any doubt that the party
25 named is Purdue Pharma. Several of the exhibits used even

1 have Purdue Pharma's name on them. The illegality was the
2 creation of a scheme to target patients in -- by creating a
3 medical billing system that influenced doctors to prescribe
4 extended-release opioids.

5 Accordingly, the victims of this scheme that was
6 perpetrated by the Debtor here were those patients that were
7 targeted. And they're the victims, whether or not they
8 received OxyContin or another Purdue Pharma drug or a third
9 party's drug. So the issue we have is that unless they are
10 -- receive notice that they are a claimant in this case,
11 specifically informing them that they were injured by Purdue
12 Pharma because of this illegal scheme, even if they were to
13 receive a hand-delivered note -- notice of the bar date,
14 they would not know to file a claim.

15 So, there is a database with the names of these
16 parties in it that's at Practice Fusion's custody and
17 control which can be accessed, which has all the relevant
18 information. It is a known set of names and the Debtor, if
19 it so chooses or, if necessary, by 2004 from a third party,
20 including us, could get those specific names of the parties
21 that were targeted by the Debtor and are victims of this
22 scheme.

23 We're asking for two things. One, that the Debtor
24 provide these parties notice, and a simple notice that
25 Purdue Pharma has filed bankruptcy and if you've been

1 injured by Purdue Pharma you have a claim, that notice isn't
2 sufficient because unless someone is told that Purdue Pharma
3 was behind this scheme, that even if they received a third-
4 party's opioids, they're still a victim of this scheme and
5 therefore are a potential creditor, unless that information
6 if provided, then a notice is insufficient.

7 And because of the time that we're -- to get the
8 names from Practice Fusion and construct this very narrow
9 focused, directed notice campaign, the 90 days would be
10 needed, not the 30 days. And I believe that this benefits
11 the entire estate, not just this one narrow group of
12 creditors, because as both the Debtor and Mr. Troop have
13 pointed out, the hurdles for a party to overcome filing a
14 late-filed claim are high.

15 However, if that party can show they never knew
16 that they had a claim before the bar date, I expect Your
17 Honor would grant their claim. In other words, there is a
18 whole class of creditors here, who would have an excusable
19 neglect to have late-filed claims. So whether it is 90,
20 120, or 180 days down the line, if a creditor from this
21 Practice Fusion scheme does file a claim, that could
22 interrupt the case.

23 However, as Mr. Troop pointed out, this case is
24 not nearly ready for a consensual plan and the size of the
25 numerator in this case, the number of creditors, is not

1 really the issue that's going to hold things up. Delaying
2 90 days to get proper notice to this group of creditors
3 would not injure the process at all. I realized the
4 enormity of the issue that's going on in this case. I
5 understand this is a very small issue in comparison to all
6 of the major issues that Your Honor is dealing with.

7 I'm asking that this one issue, for this group of
8 creditors, be addressed appropriately. Thank you.

9 THE COURT: Okay.

10 MR. HUEBNER: So at this point, Your Honor, again,
11 let me ask, is there anyone else -- there were some other
12 letter filings with respect to the request for a longer
13 extension. We're not, obviously, taking a view. We didn't
14 try to preclude any from speaking or being heard. We're not
15 asserting any sort of party interest defense, anything like
16 that.

17 So is there anyone else from the people who are
18 listed in the agenda letter supporting a 90-day extension
19 who would like to be heard before I can sort of swing back
20 to the other stakeholders in the case?

21 MR. TROOP: Your Honor, this is Andrew Troop again
22 from Pillsbury for the non-consenting states. Your Honor, I
23 do believe that there was one person who had tried to dial
24 in but was unable to do so. I'm just sharing that I haven't
25 heard from anyone else that intend to -- their intent to

1 participate or present today.

2 THE COURT: Okay. Well, I mean, I'm not sure why
3 they weren't -- aren't able to do so or whether they
4 contacted the Court. But if no one has anything further to
5 say in opposition to the motion or, perhaps better put,
6 seeking a longer extension, then I'm happy to hear from
7 other parties maybe beginning with the creditors' committee.

8 MR. PREIS: Good morning, Your Honor. Can you
9 hear me?

10 THE COURT: Yes.

11 MR. PREIS: Good morning. This is Arik Preis from
12 Akin Gump Strauss Hauer & Feld on behalf of the Official
13 Committee of Unsecured Creditors. Thank you, Your Honor,
14 for allowing us to speak this morning on what is really an
15 important issue in these cases.

16 We filed a statement yesterday setting forth our
17 position; that's at Docket #1213.

18 THE COURT: Right. I've reviewed that.

19 MR. PREIS: Okay. We included a chart there that
20 set forth the positions of various parties that filed
21 pleadings. In setting forth those positions, we tried to
22 explain the fact that different positions have been taken by
23 different parties in this case that are, frankly, similarly
24 situated. In some cases, we actually have the exact same
25 time of claimant taking a diametrically opposed position on

1 an issue that would appear to affect them in the same way.

2 So I want to be actually a little specific because
3 our chart, although we tried to hit all the parties that had
4 filed pleadings, some of the parties that filed the
5 pleadings actually have multiple groups within their parties
6 or within their ad hoc group. And I think it's probably
7 instructive for me to just go through all the different
8 types of claimants in this case and give you a sense of
9 where they are. And we feel we're a little bit better
10 situated than anyone in the case right now to tell you this,
11 given who sits on our creditors' committee and our
12 interactions with a lot of the parties in the case.

13 So on the state side, you have the ad hoc group of
14 consenting group, 23 of them, arguing for no extension, and
15 the ad hoc group of non-consenting states, I believe there
16 are 25 of them along with some territories and District of
17 D.C., arguing for a 90-day extension. On the county and
18 municipality side, and this is part of the reason I want to
19 go through this, the PEC and the MDL, which purports to
20 represent I believe 2,000 or so cities, counties and
21 municipalities, they're a member of the consenting group
22 and, therefore, they support no extension. Then you have
23 the multi-state group, which is comprised of 1500
24 municipalities representing 60 million people, arguing for a
25 30-day extension.

1 On the personal injury side, you have letter
2 requests arguing for a 90-day extension, as you know, and
3 newly formed ad hoc group of accountability, which you just
4 heard from, arguing for a 90-day extension for an entirely
5 different reason. And then an ad hoc group of personal
6 injury victims, which has been vocal in this case and
7 purports to speak for 40,000 individual victims, supporting
8 only a 30-day extension.

9 Then there are a few groups that didn't file
10 anything -- the ad hoc group of ANS, the ad hoc group of
11 hospitals and the third-party payors, all of whom are
12 important players in these cases, did not file pleadings.
13 Each of them has a representative claimant or two that sits
14 on the creditors' committee; specifically, the creditors'
15 committee has a hospital on its committee, West Boca Medical
16 Center, one mother of an NAS child, one grandfather of an
17 NAS child, a third-party payor, Blue Cross & Blue Shield
18 Association, all of whom are on the UCC. And I've been told
19 that although they didn't file a paper, the NAS ad hoc group
20 is of the view that if an extension is granted, it would
21 support a 30-day extension.

22 In addition, there are the Native American tribes.
23 Although they too did not file their own specific pleading,
24 some of them are members of the ad hoc group of consenting
25 parties, which group supported no extension, and some are ex

1 officio members of the UCC.

2 And so, Your Honor, with this amount of difference
3 of opinions, not on type of claimant lines and not on
4 private versus public claimant lines, as you've heard
5 discussed on other issues, and, frankly, not on political
6 lines, it seems that one really needs to consider what the
7 various arguments here because one can't simply say X
8 creditor is saying Y because of how this affects them like
9 in a normal way case.

10 So some groups, the first issue that remains most
11 of the groups focus on is that we need to recognize that
12 opioid victims have been hit hard by the COVID-19 pandemic
13 for various reasons and, as such, need an extension of bar
14 date. The ad hoc group of PIs appears in their pleadings to
15 provide some compelling rationales for how PI victims have
16 been particularly harmed by COVID-19. Others have argued
17 that state and local governments or hospitals or third-party
18 payors have been focused on COVID-19, which indeed we would
19 want them to be and hope that they are. And as such, we're
20 not focused on filling out a group claim form.

21 But although it's hard to argue that these types
22 of positions don't appear to have merit, the consenting
23 group may have been right when they said there's actually no
24 hard evidence that any group or individual was, in fact,
25 adversely affected by COVID-19 in a way that prevented them

1 from receiving notice of the bar date or filling out a proof
2 of claim form. I think you even said earlier there's no
3 evidence. All we can say about this issue, at best, is that
4 it's simply impossible to know for certain which side is
5 right on this issue.

6 Second, some have seemed to hint that the noticing
7 program is not going to hit its noticing targets as a result
8 of COVID-19 process and, as such, an extension is warranted.
9 But there's no evidence of that either. Jeanne Finegan's
10 argument -- Miss Finegan presented uncontroverted evidence
11 about the way the program worked and who it was targeted and
12 how it has been effective. Some claimants seem to imply
13 that the noticing program hasn't worked or can't worked
14 because COVID-19 will result in people being unable to fill
15 out proof of claim forms. But the truth is, the program is
16 a noticing program, it's not a file a proof of claim
17 program, and forms can be filled in online and almost no
18 documentation is necessary. Indeed, the forms were intended
19 to be as simple as possible to fill out with different types
20 of forms for individuals making their forms even easier to
21 fill out.

22 I would note though on this point, Your Honor,
23 that earlier, you asked the Debtors or Prime Clerk whether
24 they have reason to believe that the number of claimants
25 that have filed claims is less than the amount anticipated,

1 and Miss Finegan and Mr. McClammy answered that no, it's
2 not. And I noted earlier -- I'm king of guessing here -
3 that Mr. Troop thought for a second about whether he was
4 going to cross-examine Miss Finegan and maybe he was going
5 to ask her about this issue.

6 But I too thought about it because I've never in
7 all of our discussions with the Debtors ever been told what
8 the Debtors or Prime Clerk expected as of this time or any
9 time as far as the number of claims to be filed. Indeed,
10 that would require some pretty difficult assumptions about
11 number of claimants, likely amount of claimants who file
12 claims in mass torts of this unprecedented size and other
13 factors.

14 But I can assure you, Your Honor, that some groups
15 have absolutely told their Debtors their view on this. For
16 example, the NAS ad hoc group has voiced to the Debtors
17 their view that the number of claimants that have filed NAS
18 claims is less than the amount they would have anticipated
19 as of now and has worked with the Debtors in an effort to
20 modify some of the noticing strategies as it relates to NAS.
21 For example, they've worked to modify images that are used
22 online since they're more applicable to the NAS children.

23 At this point, I think the NAS ad hoc group at
24 best would say that the jury is still out on this issue. I
25 can't speak for any other group, but I did want to note that

1 in response to something you raised earlier.

2 Third, some would argue that we shouldn't have any
3 extension because that will in some way impact mediation.
4 And I found myself agreeing with what Mr. Troop just said
5 and, indeed, it was in our papers. That argument doesn't
6 ring true at all. We began discussing mediation in late
7 February and began formal mediation in early March. The bar
8 date on March 1st was 120 days away. At that time, no one
9 objected to mediation or even voiced a view that we should
10 hold off on mediation because we don't know how many claims
11 will be in by the bar date and that we can't reach
12 resolution until we know the number of claims. Meaningful
13 negotiations were intended to occur starting then, have
14 occurred and will occur prior to the bar date deadline
15 whenever it will be.

16 Moreover, and as Mr. Troop also alluded to, but
17 I'm going to need to fix something he said in a second, we
18 are in the midst of investigating the claims against the
19 Sacklers. You are very aware from various discovery
20 disputes brought to your attention last month, and indeed
21 yesterday, we submitted another long letter to you of
22 various discovery issues that have arisen based on what you
23 ordered 32 days ago.

24 Discovery is likely months away from concluding,
25 much less having the UCC and the non-consenting states and

1 perhaps others from agreeing to the settlement framework.
2 Therefore, while we obviously hope and would want the
3 consensual resolution by early fall, as was indicated
4 earlier, if not sooner, a lot has to be done before that.

5 And, Your Honor, I just want to correct something
6 that Mr. Troop earlier mentioned when talking about the
7 impact that COVID-19 had on getting access to Mr. Ives'
8 documents. We had offered to meet and confer to reduce the
9 number of documents offline with Mr. Ives' counsel and that
10 the deadline should be based on the number of documents
11 returned. Mr. Ives is still taking the position that his
12 documents would be due September 1st, and we are asking to
13 require them by separate letter, and obviously not for this
14 call for this hearing, to finish by August 1st. But at no
15 point has anybody ever agreed to a deadline of discovery of
16 September 1st for anything. As you know, there is a
17 deadline of July 1st for certain production to be done, but
18 again, that's not for this call.

19 Finally, in any argument that the bar date
20 extension should be only for one or a specific type of
21 claimant are just -- we don't believe are consistent with
22 fundamental fairness, and I think Mr. McClammy addressed
23 that earlier on in his comments.

24 Given all these competing positions, Your Honor,
25 and the arguments we've heard, our initial view, as we

1 explained in our papers, was there should be a surgical
2 approach for extensions; specifically, if someone or some
3 institution or some governmental party, indeed, did have a
4 hardship due to COVID-19 and could not file a claim on time,
5 then they should file a late claim and submit an affidavit
6 to that effect, and there would be the need for the Debtor
7 to give everyone notice that this process was in effect.

8 But as we explained in our papers, requiring
9 people to go through this verification process and then have
10 a claims administrator adjudicate, or that the reasons were
11 indeed legitimate and ensuring that this process was run in
12 a fair and cost effective manner would have been
13 impracticable, difficult to negotiate, time consuming to
14 administer, and may in fact be unfair to those who we were
15 actually trying to help, so we decided to abandon that
16 proposal.

17 Therefore, we looked at all the competing
18 interests, which I went through with you earlier, and the
19 rationale espoused, and we considered the fact and
20 circumstances not just of this case, but of the world we
21 live in and, frankly, notions of fundamental fairness.

22 And honestly, Your Honor, I think it's fair to say
23 that once one determines that an extension of some sort is
24 appropriate, determining the length of that extension,
25 whether it's 15 or 30 or 45 or 60 or 90 days, is frankly

1 simply a matter of what feels right based on what everyone
2 is arguing and what people are saying as reasons for
3 extending or not.

4 The UCC is a fiduciary, therefore supports a 30-
5 day extension, not because it necessarily is a legally right
6 answer, because frankly we're not sure there is a legally
7 right answer, but because it strikes the appropriate balance
8 among all the various positions advanced by all of the
9 different parties in the case. And perhaps in that way,
10 it's the legally right answer. Thank you, Your Honor.

11 THE COURT: Okay, thank you.

12 MR. ECKSTEIN: Your Honor, good morning. This is
13 Kenneth Eckstein of Kramer Levin on behalf of the Ad Hoc
14 Committee of Consenting States and Local Governments. Would
15 it be appropriate for me to speak at this point?

16 MR. ECKSTEIN: Sure, go ahead.

17 MR. ECKSTEIN: Thank you, Your Honor. I trust
18 Your Honor has had an opportunity to read the pleading that
19 we submitted. I believe that we are standing alone in some
20 respects in taking the position that there is no cause or
21 basis in this case for an extension of the bar date. But
22 let me just briefly summarize some of the points that we've
23 made and address some of the comments that have been made
24 this morning.

25 First, Your Honor, I want to echo the comments

1 that have been made by I believe all the speakers in noting
2 that the members of the ad hoc committee of consenting
3 states and local governments, and that includes all the
4 states and all of the cities, counties and municipalities
5 that sit on the ad hoc committee are keenly focused on the
6 demands and challenges presented by the COVID-19 crisis.

7 And I'm sure Your Honor can appreciate that the
8 members of the ad hoc committee, while focusing intensely on
9 a great deal of constructive activity that has been taking
10 place in this case over the last 90 days, has been working
11 almost full time as well on confronting the challenges in
12 their respective states and municipalities, and I don't
13 believe that there is any party in this case that is more
14 aware of the challenges presented by COVID-19 than the ad
15 hoc committee of consenting states and local governments.

16 Notwithstanding this crisis and that the crisis
17 clearly is unprecedented, I think as Your Honor has heard
18 repeatedly from I think again all of the parties, we're
19 balancing the challenges of the crisis with a very, very
20 unusual, I would say unique Chapter 11 case, which is at
21 this point I think heading into it's tenth month, with
22 tremendous cost and expense for all the constituencies and
23 where the significant resources that we had hoped were going
24 to be put into the system have not yet found their way to
25 start providing relief for the opioid crisis and its

1 victims, and we think those are the balances that have to be
2 considered here.

3 At the end of the day, Your Honor, we have to
4 determine whether or not there's cause for an extension of
5 the bar date. I believe there is uniform recognition that
6 the bar date that was established and approved by this Court
7 in this case is a model of a broad and comprehensive bar
8 date, it was undertaken at massive expense to the estate;
9 over \$23 million was expended in providing broad and
10 extensive notice of the bar date in this case in a manner
11 that I certainly have not encountered in any other case in
12 which I've been involved.

13 The length of the bar date, even for a mass tort
14 case, is extremely long, and there has been no suggestion in
15 the papers or this hearing that there are parties who cannot
16 file the claim. Every case, whether it's a bar date or a
17 pleading or a deadline, everybody wants more time and we all
18 recognize that and it's always more comfortable and it's
19 easier to have more time. We also, I think, appreciate that
20 whenever there is a delay or an extension of time, it causes
21 delay to the case; that is almost axiomatic and that will be
22 true here as well.

23 We do need to balance. And what I think Your
24 Honor has before you is the fact that there is a robust and
25 effective bar date that was put in place, that there is no

1 specific compelling need for more time, that in fact the
2 evidence demonstrates that the claims are coming in, and the
3 fact of the matter is we are devoting day in and day out.
4 The parties in this case are devoting almost their entire
5 day in certain cases to mediation.

6 It is true, mediation was started before we knew
7 what the exact amount of the claims were going to be, but we
8 all recognized that by June 30th, we were going to have the
9 claims on file. And we appreciated that, while we hoped
10 mediation would have been done earlier, the fact of the
11 matter is in a case of this complexity, it's no surprise
12 that it's ongoing and it's going to continue to be ongoing
13 for a while. But as Your Honor has heard from Mr. Troop and
14 from others, progress has been made, and I believe progress
15 will be continued to be made. And we all must, in this
16 case, aspire to the filing of a plan as early as possible,
17 and I don't think anybody would quarrel with the fact that
18 we should be aspiring to file a plan by the fall of 2020.

19 I appreciate full well, there are many, many
20 hurdles that could interfere with that goal. So it would
21 seem obvious to me, Your Honor, and hopefully to the Court,
22 that creating additional hurdles to show this case down is
23 exactly what nobody in this case needs. Unfortunately, we
24 do have a limited amount of resources, and we're working
25 mightily to figure out what the most effective way is to

1 make those resources available to numerous competing
2 parties.

3 If one party is going to say we are not yet
4 prepared to weigh in on what is the appropriate treatment
5 for our constituency in this case because we don't know the
6 universe of our claims, that could be a significant
7 impediment to making the critical necessary progress to
8 resolving the mediation and getting to the point where we
9 can file a plan.

10 The ad hoc committee is completely sympathetic
11 with all of the problems that we're all confronting. And
12 this position should not be heard as anything other than a
13 desire to balance the sympathy for the challenges that we're
14 all dealing with, with the responsibility that we all have
15 to keep this case moving forward as constructively and
16 effectively as possible, and each of the parties who have
17 spoken, I believe, are doing that. But by opening up a key
18 deadline, as Your Honor has pointed out, the bar date is not
19 merely an incidental or technical deadline; it is a key
20 dating item to be able to really make the progress we need
21 to in this case.

22 In the absence of cause because it's -- maybe it
23 feels better to give more time, that's not cause in this
24 case, Your Honor, so we would submit that the right answer
25 is notwithstanding the fact that it may feel good, we think

1 the Court should conclude that it has put a robust
2 comprehensive extensive bar date in place where all parties
3 have received notice.

4 To the extent there are attorneys who want to file
5 claims, they've had months and months to do so, and there
6 are very, very simple mechanisms to make sure that the basic
7 requirement of filing a claim is satisfied; there is no
8 cause for another 30, 60 or 90 days to do so. To the
9 contrary, we should be doing everything in our power to keep
10 this case moving and to not create additional impediments to
11 delay, all of which is costing this estate millions and
12 millions of dollars a month that will continue to be
13 incurred unless we commit ourselves collectively to actually
14 achieving a resolution that should be in hand.

15 So, Your Honor, we believe that there is no cause
16 for extending the bar date. We believe that the notice
17 period in this case is adequate. We believe that the Court
18 does have the ability, if there are specific exceptions that
19 surface in the future, to deal with the excusable neglect
20 standard by applying it to the unique circumstances that we
21 face right now in this country. And if the facts warrant, I
22 have no doubt that Your Honor will find an opportunity to
23 accommodate genuine needs for additional time, and we
24 believe that the right conclusion in this case is for the
25 Court's order establishing a June 30 bar date to be

1 maintained.

2 At the conclusion of our pleading, Your Honor, we
3 did say if the Court nonetheless believes that it is
4 prepared to open up this bar date, which is a very
5 significant event for the Court to do in a case of this
6 size; if the Court is going to nonetheless open up the bar
7 date, we believe that the appropriate step would be, in that
8 case, to provide not more than 30 days, make it available to
9 all parties, and that would be the fallback ruling that we
10 would recommend in the event the Court believes that there
11 actually is some need to extend. We appreciate Your Honor's
12 consideration. Thank you.

13 THE COURT: Okay, thanks.

14 MR. MACLAY: Your Honor, this is Kevin Maclay for
15 the MSG. May I be heard?

16 THE COURT: Briefly, yes.

17 MR. MACLAY: Thank you, Your Honor, and I will be
18 brief because I don't want to retread any already applied
19 ground.

20 THE COURT: Right, and that's the only reason I
21 suggested it. I think we're probably getting to the point
22 of diminishing returns on other arguments since I think
23 we've now covered the gamut of the responses.

24 MR. MACLAY: Thank you, Your Honor, yes, very
25 briefly. As was noted by counsel for the UCC, my group

1 represents approximately 60 million people, localities
2 across the country who are on the front lines of both the
3 opioid and now the Covid crisis. We carefully considered
4 the Debtors' positions and the evidence presented in support
5 of those positions, and we concluded that the Debtors'
6 judgment was correct; that the appropriate balance between
7 the hardships that have been laid out by some of the letter
8 writers and then, ultimately, the non-consenting state
9 group, and the delay to the case that, in our view, will
10 also inevitably result. If a further extension were
11 granted, that the 30-day period was the correct period.
12 Thank you, Your Honor.

13 THE COURT: Okay, thank you. Anyone else? And I
14 have read all the pleadings on this, so you can be assured
15 of that.

16 MR. McCLAMMY: Your Honor, it's Jim McClammy for
17 the Debtors.

18 THE COURT: Well, before you speak, Mr. McClammy,
19 I had a question for you or maybe Ms. Finegan. The Debtors
20 budgeted over \$23 million for the bar date notice process,
21 and as her supplemental declaration states, it's now more
22 than two-thirds done. My question is, is there some point
23 of diminishing returns by way of an extension given that a
24 fair amount of this money has already been spent and you're
25 not contemplating a lot more; it's just a reference to an

1 extension. I just don't know.

2 In terms of noticing, is there some point by which
3 the extension goes out far enough so that the message that
4 you've already spent, you know, more than two-thirds of the
5 work on has been diluted? I hope that's clear; if not, you
6 could ask me where it isn't clear.

7 MR. McCLAMMY: Yes. In the first instance, that
8 may be a question for Ms. Finegan. I'll see if Ms.
9 Finegan's able to respond.

10 MS. FINEGAN: Your Honor, in response to your
11 question, while we are two-thirds of the way through the
12 program's timeline, a majority of the budget has already
13 been spent and contractually committed. We are currently in
14 a maintenance level just to keep awareness. So at a very
15 minimum, the program is running online, social media ads and
16 display ads on YouTube. We have yet to publish one magazine
17 title; again, that's coming out on June 12th, which is
18 "Parents Latina." And then the program is, for the most
19 part, concluded.

20 THE COURT: Okay. But I guess my question is, a
21 tremendous amount of work and money has gone in to telling
22 people that June 30th is the deadline. Is there any logic
23 to the notion that if you get more than a month or so beyond
24 that deadline with a new deadline, that the work already
25 done is vitiated, you know, so that people kind of lose

1 their memory of that ad they saw or that website banner that
2 they saw, you know, if you go much beyond the time that the
3 Debtors have said, or does it really not matter?

4 MS. FINEGAN: If I understand your question
5 correctly, Your Honor, I believe that it is always helpful
6 for individuals to have a continuous reminder of a message
7 in front of them. Of course, it's always up to that
8 individual whether or not that they take action. We are
9 only 50 percent of the equation, so I believe that it is
10 helpful to have messages continuously in front of
11 individuals as reminders.

12 THE COURT: Okay. And isn't it -- there were
13 estimates given that the extra 30 days that the Debtors were
14 requesting would cost in hard dollars about \$700,000, and
15 that 90 days would cost \$2.1 million. Is there a weekly
16 cost to this; is it that simple that it's X hundred thousand
17 per week?

18 MS. FINEGAN: Typically, the media contracts are
19 negotiated on a monthly basis. Certainly, we could work
20 that out for you. I don't have that easily at my disposal,
21 but I'm happy to calculate that for Your Honor.

22 THE COURT: But generally, you would negotiate a
23 month worth of --

24 MS. FINEGAN: Yes, that's correct.

25 THE COURT: I mean, Mr. Preis said -- you know,

1 Mr. Preis threw out numbers like 30 days, 45 days, 60 days,
2 90 days; all but one of those was on a monthly basis. And I
3 guess that you're saying that generally speaking, if you're
4 going to have maintenance, it would be on a monthly basis.

5 MS. FINEGAN: That's generally the case. However,
6 there have been notice programs that have extended into 45
7 days, so it can be accomplished most certainly.

8 THE COURT: All right. But you don't have a sense
9 of what the cost of that would be.

10 MS. FINEGAN: To run the program for 45 days?

11 THE COURT: Yeah.

12 MS. FINEGAN: I do not have that easily at my
13 fingertips, but I'm happy to gather it for you.

14 THE COURT: Okay. All right, thanks. All right,
15 so Mr. McClammy, I interrupted you, but go ahead briefly.

16 MR. McCLAMMY: Thank you, Your Honor. Briefly,
17 Your Honor, I just want to respond to the points raised with
18 respect to the deferred prosecution agreement by the ad hoc
19 committee on accountability. I believe Mr. Huebner might
20 have a couple of additional words as a general rebuttal, if
21 that's all right.

22 THE COURT: Okay.

23 MR. McCLAMMY: So, Your Honor, with respect to the
24 arguments raised by the ad hoc committee on accountability
25 concerning the deferred prosecution agreement, I just

1 reiterate the remarks made in my opening; that those
2 patients are really not differently situated from the other
3 potential claimants in this case whose contact information
4 the Debtors do not have access to. And, you know, the fact
5 that they may have had a contract with a party that was
6 subject to the deferred prosecution agreement does not
7 change that.

8 You know, in fact, you know, it's been very
9 public, the accusations against Purdue, including claims of
10 conspiracy. So in addition to the fact that the deferred
11 prosecution agreement was in January, you know, it is not as
12 though those that believe that they have claims tied to
13 opioid use would have no basis for considering whether or
14 not they had a claim against Purdue based upon information
15 that was publicly available to them at the time.

16 So for those reasons and for the reasons included
17 in our papers, Your Honor, we suggest that the request that
18 there be a limited noticing tied to parties that may have
19 been impacted by the matters that are outlined in the
20 deferred prosecution agreement, that that should be
21 overruled. And with that, I will turn it over to Mr.
22 Huebner.

23 THE COURT: Okay.

24 MR. HUEBNER: Your Honor, let me be very brief. I
25 hope not to take more than five minutes, but this is very

1 important, and I think there is actually a lot on the line.

2 Number one, I do want to acknowledge, we're all
3 talking about competing goods and we're all talking about
4 balance. It's not -- this is not a binary issue. The issue
5 is there is a material cost of delay, there is risk of
6 delay, and there is a probability of delay. And ultimately,
7 in part, this comes down to judgment, but the judgment has
8 to be looked at in context, and the context is that this
9 original bar date was, you know, on a combined basis
10 probably the longest, deepest, most expensive, most
11 elaborate bar date in U.S. history.

12 We sort of joke about it, but, you know, that is
13 actually what Jim McClammy got sort of, you know, canonized
14 as St. Jim because we spent weeks and weeks and weeks taking
15 incredible amounts of input from every single group about
16 how to improve, extend and deepen the program and do things,
17 frankly, that in many cases, have never been done before.

18 And, you know, the numbers that we're talking
19 about, if you even sort of close your eyes and go back even
20 just a few years, to say that 95 percent of the more than
21 300 million people in our country will hear about the bar
22 date more than six times is something that 10-15 years ago,
23 nobody could have even fantasized could be something that's
24 going to be put into a declaration. Now it used to be you
25 would mail it to creditors' last known address and you would

1 take out four newspaper ads and that would be it. This is
2 as far from that as anything could be.

3 And at the end of the day, as Your Honor has noted
4 several times, this is about evidence. It's applying the
5 facts to the law and notions of fairness. The evidence at
6 this hearing, just like the evidence at the original
7 hearing, is all and exclusively the Debtors. There is a
8 very detailed declaration about the extraordinary number of
9 touchpoints that the bar date has already had, about the
10 extraordinary length of the bar date, and as far as we can
11 tell from sophisticated computer website hits and things
12 that those of us over 50 barely understand, an extraordinary
13 effectiveness in getting the message out. And no one has
14 actually said anything to the contrary, except I guess from
15 Mr. Troop saying that some unknown person quipped to him
16 that he or she believes that we may see more claims if the
17 bar date is extended, which obviously isn't really hearsay,
18 it's just an aside.

19 And so, you know, I think at the end of the day,
20 the Debtors listened hard as they did the first time, and
21 the committee listened hard; I should say committees because
22 there are about seven of them. But in this case, I mean the
23 official committee of unsecured creditors, which is the
24 fiduciary for all unsecured creditors, for all claimants in
25 this case who seek to file a claim and assert one against

1 the Debtors.

2 And so, you have the twin fiduciaries who listened
3 and listened and listened and listened to arguments for only
4 my group, only my group and one other group, only on a
5 showing of cause, none at all, zero days, 15 days, 30 days,
6 45 days, 60 days, a couple of people saying 90 days. And we
7 made a judgment to move for relief from our own motion that
8 was granted on unanimous unopposed consent because we
9 thought an extra time period was needed. Nobody has said,
10 and there are no red herrings here, that for every day the
11 bar date is extended, the case will be extended, and it will
12 cost X dollars.

13 We obviously understand and I think I was very
14 clear at the outset, as was Mr. McClammy, that there are
15 many other things going on in this case, very many people
16 are hard at work on parallel tracks, and we're massively
17 parallel processing. But any time one of the mega-things
18 gets pushed out, the case almost surely gets pushed out,
19 which is why we said that a further extension, we believe,
20 is highly likely to take tens of millions of dollars in
21 damage to the business and risk and cost and delay out of
22 the hands of the people that we're desperately trying to get
23 the money to as soon as we possibly can.

24 And so, I think at the end of the day, you know,
25 the layout of the parties is also not irrelevant, you know,

1 and Mr. Preis went into that in some detail. And it's a
2 matter of counting heads and it's not a matter of saying,
3 you know, the two Chapter 11 fiduciaries are completely in
4 accord on the approach because obviously the states are
5 sovereign and their fiduciaries.

6 And, unfortunately, it's been the case at so many
7 hearings in this case, the dissenting states are on one side
8 and a great number of other ad hoc committees and
9 individuals and the Debtors and the UCC are on the other,
10 and that's their right and they are obviously the caring
11 fiduciaries for the citizens of their states. But we also
12 have many people who separately speak for and legally
13 represent or purport to or allege to the individuals in the
14 state or the subdivisions within those states or the
15 hospitals within those states or the (indiscernible) within
16 those states.

17 And so, at the end of the day, you know, there's
18 no magic right answer, but it is a question of balancing
19 competing goods. And the Debtors, joined by I think the
20 overall majority of organized parties in the case, very
21 strongly stick with the balance that they struck after
22 listening for weeks to all the parties and all their various
23 thoughts in the rather extraordinary step of seeking relief
24 from their own motion to extend what, as I said at the
25 outset, was I think already the touchiest, in terms of

1 touching Americans in enormous numbers enormous number of
2 times, longest deepest and probably most expensive bar date
3 that any of us has ever seen, and we ask that the relief in
4 the form for which we have moved be granted.

5 THE COURT: Okay. All right, appreciate
6 everyone's input on this. I have before me a motion by the
7 Debtors to extend the general bar date in this case from
8 June 30th to July 30th of this year, a 30-day extension. It
9 was made in response to, first, a number of letters filed
10 starting in early May by individuals, as well as
11 organizations, that have a role in fighting the opioid
12 crisis in this country for an extension of the bar date in
13 light of COVID-19.

14 But it's also clear to me that the effect of
15 COVID-19 was being considered at the same time by the key
16 parties-in-interest in this case, including the Debtors
17 independently, the official unsecured creditors' committee
18 and various ad hoc committees, and that led to the Debtors'
19 motion.

20 It has elicited a remarkable range of responses.
21 I think, if one were counting heads, the general majority of
22 parties-in-interest in the case have agreed to the concept
23 of a 30-day extension, with the exception of the two groups
24 of states and, in terms of the consenting ad hoc committee,
25 other governmental entities which interestingly have taken

1 diametrically opposite positions. One group, the non-
2 consenting states group has sought a 90-day extension;
3 whereas, the so-called consenting ad hoc group has argued
4 that there should be no extension.

5 Frankly, I do not doubt the good faith and well-
6 meaning nature of any of these responses. I think people on
7 this issue, as they have with other issues in this case,
8 have taken their positions in good faith and sincerely, not
9 with an ultimate strategic end that would harm the ultimate
10 claimants here, which are the parties that would be affected
11 by the bar date.

12 This is a highly unusual case. There is no funded
13 debt. All of the claimants here effectively are unsecured
14 creditors and all but a minute portion are claimants because
15 of either tort or other theories connected to opioids. And
16 if one were to draw them diagrams, one could conclude, given
17 the presence of all but a couple of states who have already
18 settled prepetition their claims, that every citizen of
19 every state in the United States is a claimant in one way or
20 another, at least in terms of being represented by their
21 state Attorneys' General or state governments, and in
22 addition, multiple governmental entities below the state
23 level.

24 Nevertheless, it is critical here, as in every
25 case, to have finality as to the universe of claims so that

1 the parties can be confident that a Chapter 11 plan that
2 distributes the Debtors' value to claimants is doing so
3 without risk of other claimants coming out of the woodwork
4 and asserting claims separate and apart from the plan.

5 In light of that fact and the unique circumstances
6 of this case, i.e. the very broad number of claimants or
7 potential claimants, the Debtors proposed, and the Court
8 approved in early February of this year, an extraordinary
9 bar date in terms of the number of days to assert a claim,
10 as well as an extraordinary notice program, which has a high
11 cost to it, over \$23 million.

12 But all of the constituents active in these cases
13 believed then, and I think still believe now, that that cost
14 was warranted given the number of potential claimants, their
15 desire to see the types of claims asserted. And the fact
16 that under the Supreme Court and Second Circuit case law on
17 notice, much of that notice -- most of that notice would
18 need to be not individualized because the Debtors do not
19 have readily ascertainable data to provide individual
20 notices.

21 And, in fact, one could argue that if that were
22 the case, you'd provide individual notices to every person
23 in the United States, but rather would need to provide, in
24 addition to the notice on people on their schedules and who
25 one would say are readily ascertainable claimants or

1 potential claimants, one would need to provide extensive
2 public notice far beyond the normal notice in Chapter 11
3 cases through, generally speaking, limited print media.

4 The notice here is indeed extraordinary, as was
5 detailed on Page 8 of Ms. Finegan's declaration in support
6 of the original bar date motion and then in her supplemental
7 declaration from May 20th in support of the current motion,
8 the notice is not only in print media, but extensive
9 television and radio notice, community outreach, and -- and
10 I think this is perhaps going to be more of a trend but it's
11 a major element of the notice here -- online, social media,
12 out of home, i.e. billboards, and earned media, including
13 bloggers and creative messaging. That was combined with a
14 simplified proof of claims form and the ability to file a
15 claim or first, get more information about filing a claim
16 online -- there was a specific claims website -- and to file
17 a claim either online or by mail.

18 Based on Ms. Finegan's supplemental declaration,
19 it appears clear to me that that process of providing notice
20 has been quite successful in its goal in ultimately reaching
21 roughly 95 percent of all adults in the United States over
22 the age of 18 with an average frequency of message exposure
23 of six times, as well as over 80 percent of all adults in
24 Canada with an average message exposure of over three times.

25 In addition, the bar date program provided

1 sufficient flexibility so that with the Covid pandemic, the
2 Debtors were able to switch out of certain types of
3 noticing, most specifically in movie theaters, into other
4 types of noticing, and to move their funds also to types of
5 media that, apparently in light of Covid, have gained
6 substantial viewership.

7 The Court recognizes, however, that there are two
8 steps in a proof of claim filing process: there is the
9 notice process, and then there's the process in filing a
10 proof of claim. Here, the Debtors' program made filing a
11 proof of claim easy, more easy than in most cases. It is a
12 myth, for example, that one needs detailed medical
13 information to file a claim in these cases. There is also
14 no bar to filing a proof of claim in this case if you cannot
15 prove that you or your loved one was prescribed OxyContin or
16 some other opioid from Purdue; that would not be a perjured
17 proof of claim or a false proof of claim if you have a good
18 faith belief in such a claim.

19 It might ultimately turn out that the claim would
20 be disallowed because there might not be a legal basis for
21 the claim, but the notion that you must be prescribed and
22 show the prescription for one of the Debtors' opioid
23 products in order to file a claim is simply not true.

24 On the other hand, the Debtors have recognized
25 that there is cause to believe that because of the COVID-19

1 pandemic and the requirement that individuals maintain
2 social distancing and, generally speaking, do not engage
3 with others unless in a necessary setting, that filing a
4 proof of claim might be somewhat more difficult and require
5 an extension of the bar date.

6 Many of the initial letters mentioned the fact
7 that the deadline for filing tax returns was extended 90
8 days from April, from mid-April to mid-July, for example.
9 The Debtors have proposed an extension to the end of July
10 for the bar date here, which would be in effect a six-month
11 notice period which, as the Debtors point out, is
12 extraordinary long in the context of any Chapter 11 case,
13 even one like this.

14 Based on the evidence before me, it is only the
15 perception that COVID-19 has upended peoples' lives that
16 would require any extension here, as opposed to what no one
17 has argued but what has been considered in other cases, some
18 problem in the notice program or some new discovery of
19 another claim group or something like that. Frankly, the
20 only basis for the requested extension is simply a
21 perception. There is no real evidence that the filing of
22 claims in these cases has, in fact, been materially affected
23 by the COVID-19 crisis.

24 That leads to what is the right extension. And,
25 frankly, given the variation or variables in the parties'

1 views on this, I think counsel for the committee, Mr. Preis
2 -- or Mr. Preis, excuse me -- is right and also candid in
3 saying one doesn't have a necessarily correct legally right
4 answer here, but merely needs to do what one things makes
5 sense in light of all of the circumstances.

6 The Debtors basically give three reasons for an
7 extension not being more than 30 days. First and
8 importantly, there is a cost to a longer extension. Even a
9 30-day extension would have, as estimated, a \$700,000 hard
10 cost; whereas, it is estimated that a 90-day extension would
11 have a \$2.1 million hard cost.

12 Secondly, there are undoubted, I believe, and
13 greater than \$2.1 million so-called soft costs in having a
14 lengthy beyond-30-day extension of the bar date. Bankruptcy
15 cases often work on deadlines. The bar date is a critical
16 deadline in a bankruptcy case. Even though other matters
17 are continuing in this case on an active basis, including
18 plan mediation and discovery related to analysis of a plan
19 that would contain within it potential releases for third
20 parties, the delay of a bar date inevitably has some adverse
21 effect on getting this case over with promptly.

22 And arguing for a longer date, frankly, I think
23 the argument comes down to there's no real harm in having a
24 longer date, and a longer date would leave no question as to
25 whether there's a legitimate excuse for not filing a proof

1 of claim by, at this point, July 30th if the Debtors' motion
2 were granted, as opposed to two months later, September
3 30th.

4 As far as the cost benefit analysis, it has been
5 argued that that longer period would provide some more
6 fairness to people and present litigation over extensions of
7 the bar date under Rule 9006 and the Supreme Court's Pioneer
8 case, litigation over which might actually add cost to the
9 estate. On the other hand, it is my experience that if
10 someone can show a good reason for an extension -- and in
11 this case, it would be I think if they actually had COVID-
12 19, were hospitalized and basically for the period at issue
13 unable to function reasonably -- the bar date would be
14 voluntarily extended and the Court would agree with that.
15 But I agree with the committee's analysis that a more
16 complicated set of rules for extensions would be unworkable.

17 In light of all of the arguments that were made
18 and my analysis here, I conclude that the bar date should be
19 extended the 30 days that the Debtors have requested, that
20 the committee has agreed with, and that most of the parties
21 that have taken a position here have agreed with.

22 Again, it is highly unusual to extend a bar date.
23 I don't believe the extension is warranted based on any
24 deficiencies in the notice program, and I believe that an
25 extension of two weeks beyond the date for the extension on

1 filing taxes is weighing all the factors here appropriate,
2 so I will grant the Debtors motion in that regard.

3 I want to say one thing further about timing.
4 We're in the ninth month of this case. In some ways, this
5 motion is a microcosm of the case as a whole. It has
6 elicited strong views from multiple parties, views that,
7 again, I believe are taken in good faith and not to foster
8 any specifically parochial agenda. Nevertheless, the
9 parties were not able to reach agreement on something as
10 simple as an extension of the bar date.

11 I began by saying how unusual this case is. What
12 I did not state then and what I want to make perfectly clear
13 to everyone now, although I believe everyone knows it, is
14 that what is most unusual about this case is that there is
15 ongoing harm, not I hope harm being caused but harm being
16 suffered by individuals, individual people, as well as the
17 governments that serve them. The parties in this case need
18 to realize that the result in this case cannot be exactly
19 what they want; perfection is not achievable here, and an
20 effort to achieve perfection will leave the people who are
21 suffering at greater harm. The parties here need to
22 understand that where there's a public health crisis, as
23 Covid has brought home, many views need to be taken into
24 account. There is no one perfect treatment.

25 I want this case to move, and I will make it move

1 if the parties don't start accommodating each other. And
2 one way to do that is to tell the Debtors we don't need
3 consensus on everything. You have an active, well-informed
4 and diligent official creditors committee that represents
5 everyone.

6 The Debtors themselves, as far as I can see in
7 this case, have been acting as good appropriate fiduciaries.
8 If people cannot see other peoples' points of view and some
9 consensus can be built, we need to move ahead. So I fully
10 understand Mr. Huebner's point that we cannot set a date for
11 a plan here. But if I hear a month or two from now that
12 people cannot set aside their views as to what is the
13 perfect use for the money that is available here and agree
14 to share on how that is to be used, I will be taking steps
15 to move the case along separately, and it's shame on us if
16 we don't do that. This is flesh and blood.

17 Secondly, if there is an expectation here of a
18 plan that will have, in return for a contribution, releases.
19 When I say discovery should be X and I say it in a way to
20 avoid further litigation over discovery, then everyone
21 should understand it should be X and not Y.

22 Now I appreciate that I got the letter from the
23 creditors' committee yesterday and the Sacklers and others
24 should have time to respond and they can respond by Friday,
25 I think you all know why I am extremely disappointed by what

1 I read in that letter. So unless it's not true, I will be
2 issuing orders.

3 I want the firm, if we're to have a conference, I
4 want Dentons on the phone and I want the new firm on the
5 phone and they will be accountable, as will anyone who has
6 been instructing them to do something other than I
7 instructed to be done last May, the beginning of May. Hedge
8 funds may play games like this -- and, frankly, although
9 it's important to a company and the people it employs to
10 come out of bankruptcy, I will give hedge funds some time to
11 shoot themselves in the foot. State Attorneys' General and
12 governments shouldn't be doing that, nor should the
13 Sacklers.

14 You must be thinking practically here to get this
15 company out of bankruptcy and devoting its money to the
16 Debtors, so enough said on that topic. I'll be looking for
17 the order from the Debtors on the motion that was on for
18 today.

19 MR. HUEBNER: Thank you, Your Honor.

20

21 (Whereupon these proceedings were concluded
22 at 12:28 PM)

23

24

25

C E R T I F I C A T I O N

I, Sonya Ledanski Hyde, certified that the foregoing
transcript is a true and accurate record of the proceedings.

Sonya

Ledanski Hyde

Digitally signed by Sonya Ledanski
Hyde

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